

interest at the Default Rate. The foregoing notwithstanding, in any action commenced by Trustor or Beneficiary against the other to enforce the provisions of this Deed of Trust or any other instrument evidencing or securing this loan, the prevailing party of such action shall be entitled to recover its reasonable attorneys' fees (as set forth above) from the non-prevailing party and the non-prevailing party shall not be entitled to recover its attorneys' fees.

5.11 Conflict. If the term of any other Loan Document, except the Note, shall be in conflict with this Deed of Trust, then this Deed of Trust shall govern to the extent of the conflict. If the term of this Deed of Trust shall be in conflict with the Note, the Note will then govern to the extent of the conflict.

5.12 Notices. All notices to be given pursuant to this Deed of Trust shall be sufficient if given by personal service, by guaranteed overnight delivery service, telecopy or telegram, or by being mailed postage prepaid, certified or registered mail, return receipt requested, to the addresses of the parties hereto as set forth below, or to such other address as a party may request in writing. Any time period provided in the giving of any notice hereunder shall commence upon the date of personal service, the date after delivery to the guaranteed overnight delivery service, the date of sending the telecopy or telegram or three (3) days after mailing certified or registered mail.

TRUSTOR'S ADDRESS:

Lerin Hills, LTD.
c/o J. Abel Godines
4820 Bacon Road
San Antonio, Texas 78249

WITH A DUPLICATE COPY TO:

J. Abel Godines
4820 Bacon Road
San Antonio, Texas 78249

BENEFICIARY'S ADDRESSES:

USA Commercial Mortgage Company
4484 South Pecos Road
Las Vegas, Nevada 89121
Attn: Joseph D. Milanowski

WITH A DUPLICATE COPY TO:

Goold Patterson Ales & Day
4496 South Pecos Road
Las Vegas, Nevada 89121
Attn: Bryan K. Day, Esq.

5.13 Request for Notice of Default. Trustor requests that a true and correct copy of any notice of default and any notice of sale be sent to Trustor at the address set forth in Section 5.12 hereof.

5.14 Late Charges. As set forth and defined in the Note, there shall be due to Beneficiary a Late Charge of five percent (5%) of the amount of any payment which is received by Beneficiary so as to incur a Late Charge, and all such Late Charges are secured hereby.

5.15 Statutory Covenants. Where not inconsistent with the above, the following covenants, Nos. 1; 2 (full replacement value); 3; 4 (twenty percent [20%] per annum); 5; 6; 7 (a reasonable percentage); 8 and 9 of NRS 107.030 are hereby adopted and made a part of this Deed of Trust.

5.16 Non-Assumption. Notice is hereby given that Trustor's obligations under this Deed of Trust may not be assumed except as permitted by Section 1.11 hereof. Unless otherwise provided herein, any transfer of Trustor's interest in the Mortgaged Property or any attempted assumption of Trustor's obligations under the Deed of Trust not so approved shall constitute a default hereunder and shall permit Beneficiary to accelerate the Maturity Date of the Note. Reference to applicable sections of the Loan Documents must be made for the full text of such provisions.

5.17 Review of Covenants, Conditions and Restrictions. No covenant, condition or restriction or any rule or regulation or any other document or agreement, however, denominated, which shall purport to apply to the ownership, operation, maintenance or governance of the Mortgaged Property or any part thereof, nor any article of incorporation bylaw or any other document or agreement, however denominated, which shall purport to establish an organization for the operation, maintenance or governance of the Mortgaged Property or any part thereof, shall be approved, executed and/or recorded without the express prior written consent of Beneficiary. The foregoing restriction shall not apply to tenant leases, employment agreements with Borrower's management personnel, agreements to pay brokers in connection with tenant leases, or operating and/or service agreements involving routine maintenance, goods or services commonly used by an owner of a shopping mall.

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5.18 Loan Agreement. Performance of Trustor's obligations under that certain Loan Agreement of even date herewith by and between Trustor and Beneficiary are secured by this Deed of Trust, and a default thereunder shall constitute an Event of Default under this Deed of Trust.

IN WITNESS WHEREOF, the undersigned have caused this instrument to be signed as of the date first above written.

TRUSTOR: **Lerin Hills, LTD,**
a Texas limited partnership

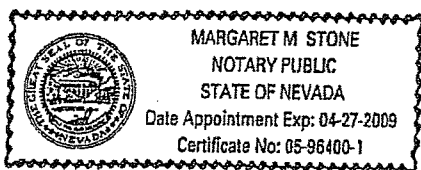
By: Lerin Development Company, LLC, a Texas
limited liability company, its General Partner

By: J. Abel Godines; -president
J. Abel Godines, its President

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STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

This instrument was acknowledged before me on this 7th day of December, 2005, by J. Abel Godines, as President of Lerin Development Company, LLC, a Texas limited liability company.



Margaret M Stone
Notary Public
(My Commission Expires: 4/27/09)

EXHIBIT "A"

LENDERS

	NAME	Amount
1	Drs. Stanley Alexander and Florence Alexander husband and wife as joint tenants with the rights of survivorship	\$200,000
2	Pensco Trust Company Inc. Custodian for Robert S. Angel IRA	\$25,000
3	Rod Arbogast & Donna Arbogast Trustees of the Arbogast Family Trust	\$250,000
4	Kenneth R. Becker & Joanne T. Becker husband & wife Grace Becker & Sarah Becker their minor children with right of survivorship	\$50,000
5	First Savings Bank Custodian for Paula S. Bender IRA	\$98,000
6	Paul Bloch Trustee of the Paul Bloch Living Trust UA 10/29/02	\$150,000
7	First Savings Bank Custodian for Paul Bloch IRA	\$150,000
8	John Borkoski & Kathleen Borkoski husband & wife as joint tenants with rights of survivorship	\$60,000
9	Ashley Brooks a single woman	\$75,000
10	Donna J. Brooks a single woman	\$25,000
11	First Savings Bank Custodian For John W. Brouwers MD SEP IRA	\$50,000
12	John P. Brouwers Trustee of the Brouwers Family Trust dated 1/11/1995	\$50,000
13	Bruce D. Bryen an unmarried man transfer on death to Erica Bryen an unmarried woman	\$25,000
14	PLB Enterprises LLC	\$25,000
15	Donna M. Cangelosi Trustee of the Donna M. Cangelosi Family Trust	\$50,000
16	Margaret M. Cangelosi an unmarried woman	\$50,000
17	Ronald R. Carter & Leslie A. Carter Trustees of the Ronald R. Carter & Leslie A. Carter Revocable Trust dated 10/24/91	\$50,000
18	Ronald M. Cetovick and Barbara Cetovick husband and wife as joint tenants with the rights of survivorship	\$60,000
19	Pat M. Chiappetta & Joann Chiappetta Trustees of The Chiappetta Trust dated 4/1/03	\$30,000
20	Terry Coffing a married man dealing with his sole and separate property	\$50,000
21	Penny Lee Comsia Trustee of the Penny Lee Comsia Revocable Trust UDT 4/10/00	\$50,000
22	Sam Costanza Trustee of The Costanza 1987 Decedent's Trust	\$50,000
23	Deborah A. Daniel A single woman	\$50,000
24	Frank Davenport a single man	\$100,000
25	Panagiotis Dovanidis a single man & Dimitra Dovanidou a married woman dealing with her sole & separate property as joint tenants with right of survivorship	\$50,000
26	Mark L. Eames & Sandy K. Eames husband & wife as joint tenants with right of survivorship	\$50,000
27	Aurora Investments Limited Partnership	\$1,000,000

28	John R. Emery & Sandra Kipp Emery Trustees of the Emery Living Trust dated 6/04/91	\$50,000
29	Samuel Evans & Beverly Evans Trustees of the Samuel & Beverly Evans Living Trust	\$125,000
30	Denise F. Fager Trustee of the Denise F. Fager Revocable Trust under agreement dated 2/28/03	\$50,000
31	Patrick F. Fenlon and Angela B. Fenlon husband and wife as joint tenants with the rights of survivorship	\$100,000
32	Maurice Fink Trustee of the Maurice Fink Trust	\$300,000
33	Dennis Flier Trustee of the Dennis Flier Inc. Defined Benefit Trust dated 6/29/87	\$50,000
34	Dennis Flier & Carol Flier Trustees of the Flier Family Trust dated 1/21/98	\$50,000
35	Bruce Francis and Tamara Francis Trustees of the Francis Family Trust Dtd 11/10/98	\$50,000
36	John R. Frederickson and Michele L. Frederickson Trustees of the Frederickson Trust dated 10/02/03	\$35,000
37	Glenn W. Gaboury and Sharon M. Gaboury husband and wife as joint tenants with the rights of survivorship	\$100,000
38	Sylvia Goldenthal & Jack Goldenthal husband & wife as joint tenants with right of survivorship	\$100,000
39	Gonska Foundation LLC a Nevada limited liability company	\$50,000
40	Patrick Gonzales and Rosemary Gonzales husband and wife as joint tenants with the rights of survivorship	\$100,000
41	William Harrison Goulding and Elizabeth R. Goulding husband & wife as joint tenants with right of survivorship	\$100,000
42	Stacy Grant Trustee of The Stacy Grant Revocable Trust	\$100,000
43	Gail A. Gray and Robert W. Gray Trustees of the Robert W. & Gail A. Gray Revocable Trust	\$40,000
44	Toby Gunning an unmarried man	\$45,000
45	Larry E. Hanan Trustee of the Larry E. Hanan Revocable Trust dated 5/20/02	\$50,000
46	MLH Family Investment Limited a Texas company	\$150,000
47	Lynn J. Hansen Trustee of the Reynold E. Palesh Trust dated 6/17/01	\$50,000
48	Gayle Harkins a married woman dealing with her sole & separate property	\$25,000
49	Jennifer J. Harmon a single woman and Cheryl Hoff a married woman dealing with her sole and separate property as joint tenants with the rights of survivorship	\$25,000
50	James F. Heaton and Nadine B. Heaton Trustees of The Heaton Family Trust Dated December 4 1995	\$100,000
51	Virgil P. Hennen & Judith J. Hennen husband and wife as joint tenants with the right of survivorship	\$50,000
52	Richard Holeyfield and Marsha Holeyfield Trustees of the Holeyfield Family Trust dated 01/12/01	\$25,000

53	Delwin C. Holt an unmarried man	\$50,000
54	Edward W. Homfeld an unmarried man	\$400,000
55	Kathy John an unmarried woman & Tina Eden as unmarried woman as joint tenants with right of survivorship	\$25,000
56	John W. Keith & Kathleen B. Keith Trustees of the John & Kathleen Keith Living Trust dated 8/19/02	\$50,000
57	Carol A. Kelly a single woman	\$50,000
58	Freedom Properties Inc.	\$50,000
59	Gail Klevay a married woman dealing with her sole & separate property	\$30,000
60	First Savings Bank Custodian for Stephen V. Kowalski IRA	\$30,000
61	David Kravitz & Mable R. Kravitz Trustees of the Kravitz Family Revocable Trust under agreement dated 12/9/99	\$50,000
62	Chris F. Lapacik and Rosemary D. Lapacik husband and wife as joint tenants with the rights of survivorship	\$200,000
63	Sidney L. Larson & Ruth Ann Larson Trustees of the Larson Family Trust dated 6/19/94	\$50,000
64	Hans J. Leer & Carolyn F. Leer as joint tenants with right of survivorship	\$30,000
65	Henry L. Letzerich and Norma W. Letzerich husband and wife as joint tenants with the rights of survivorship	\$50,000
66	Daniel B. Lisek Claire Lisek & Gayle Harkins Trustees of the Lisek Family Trust dated 1/29/92	\$75,000
67	Nicholas Loader Trustee of the Nicholas Loader Trust U/A	\$50,000
68	Ben Lofgren & Dana Lofgren Husband and wife as joint tenants with right of survivorship	\$50,000
69	Scott Machock & Heidi Machock Husband and wife as joint tenants with right of survivorship	\$70,000
70	Samuel A. Mammano and Karen M. Mammano husband and wife as joint tenants with the rights of survivorship	\$50,000
71	Melissa Mamula a single woman	\$25,000
72	Lily Markham a married woman dealing with her sole & separate property & Irene Anne Markham-Tafoya a married woman dealing with her sole & separate property	\$25,000
73	Barbara McClafin Trustee of the Revocable Living Trust Agreement of Barbara Fay McClafin	\$25,000
74	Don D. Meyer an unmarried man & Dennis E. Hein an unmarried man as joint tenants with right of survivorship	\$25,000
75	Douglas Minter & Elizabeth F. Minter Trustees of the Minter Family 1994 Trust	\$25,000
76	W. L. Montgomery Jr. Guaranty Loan Account	\$250,000
77	KM Financials LLC. a Utah corporation	\$50,000
78	Marvin Myers & Valliera Myers Trustees of the Marvin & Valliera Myers Trust	\$35,000
79	D & K Partners Inc. a Nevada corporation	\$200,000

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80	Howard Nehdar Custodian for Kyle Nehdar UGMA	\$50,000
81	Gloria J. Nelson a married woman dealing with her sole & separate property	\$50,000
82	John Nix & Lisa Nix husband & wife as joint tenants with right of survivorship	\$100,000
83	James W. Pengilly and Amanda M. Pengilly husband and wife as joint tenants with right of survivorship	\$50,000
84	Robert H. Perlman & Lynn R. Perlman Trustees of the Robert H. Perlman & Lynn R. Perlman Trust dated 9/17/92	\$50,000
85	Petuck Capital Corporation a Nevada Corporation	\$50,000
86	Holly J. Pickerel a single woman	\$75,000
87	Patricia A. Pontak and Darrell M. Wong Trustees of the Pontak Wong Revocable Trust dated Jan 19 2004	\$100,000
88	Sheldon Portman & Marion G. Portman Trustees of the Sheldon & Marion G. Portman Trust dated 11/01/85	\$100,000
89	Hans J. Prakelt an unmarried man	\$50,000
90	James P. Randisi and Mary M. Randisi husband and wife as joint tenants with the rights of survivorship	\$25,000
91	First Savings Bank Custodian For Noel E. Rees IRA	\$30,000
92	Michael H. Ricci a married man dealing with his sole & separate property	\$50,000
93	Rulon D. Robison Trustee of the Rulon D. Robison Profit Sharing Plan	\$50,000
94	Robert R. Rodriguez an unmarried man	\$50,000
95	Rodney L. Roloff & Sharyn A. Roloff Trustees of the R & S Roloff Trust dated 9/20/03	\$50,000
96	Robert F. Samuels & Linda M. Samuels husband & wife as joint tenants with right of survivorship	\$25,000
97	William J. Sandberg & Shang Ling J. Tsai husband and wife as joint tenants with the right of survivorship	\$50,000
98	Robert B. Sandler & Patricia D. Sandler Trustees of the Sandler Living Trust dated August 29 2005	\$25,000
99	William E. Schnadt & Janet E. Schnadt Trustees of the Schnadt Trust dated 6/18/93	\$25,000
100	Arthur P. Schnitzer & Lynn S. Schnitzer Trustees of the Schnitzer Living Trust dated 10/29/91	\$100,000
101	Edward L. Schoonover & Susan A. Schoonover Co-Trustees of The Schoonover Family Trust dated 2/23/04	\$25,000
102	Ira Jay Shapiro an unmarried man & Blanche Shapiro an unmarried woman as joint tenants with the right of survivorship	\$25,000
103	Billy Shope Jr. Family LP a Nevada limited partnership	\$100,000
104	Carol J. Simcock a single woman	\$50,000
105	First Savings Bank Custodian For Carol J. Simcock IRA	\$70,000
106	Michael S. Simcock & Dina M. Simcock husband & wife as joint tenants with right of survivorship	\$50,000
107	Alan R. Simmons & Judith B. Simmons husband & wife as joint tenants with right of survivorship	\$25,000

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108	Joyce E. Smith Trustee of the Joyce E. Smith Trust dated 11/3/99	\$50,000
109	Bruce A. Smith & Annina M. Smith husband & wife as joint tenants with right of survivorship	\$100,000
110	Rocklin/Redding LLC	\$270,000
111	Kerry S. Taylor & Joyce L. Taylor Trustees of the Taylor Living Trust dated 2/27/98	\$50,000
112	Alneil Associates Neil Tobias General Partner	\$200,000
113	Neil Tobias a married man	\$50,000
114	Anton Trapman an unmarried man	\$25,000
115	John M. Tripp Trustee of the Tripp Family Trust 1997	\$35,000
116	Robert W. Ulm Trustee of the Robert W. Ulm Living Trust dated 4/11/05	\$25,000
117	Nevada Trust Company Custodian for Cal-Mark Beverage Company Defined Benefit Plan	\$50,000
118	Lloyd F. Van Sickle Trustee of The Van Sickle Family Trust dated 5/20/99	\$200,000
119	Roy R. Ventura Jr. & Nancy B. Ventura husband & wife as joint tenants with right of survivorship	\$35,000
120	Marietta Voglis a married woman dealing with her sole & separate property	\$25,000
121	Frank Weinman Trustee of the Weinman Family Trust dated 9/6/96	\$150,000
122	Rachel Wheeler Trustee of the Rachel Wheeler Trust	\$25,000
123	Work Holdings Inc. an Arizona corporation	\$100,000
124	Dwight J. Yoder & Nancy E. Yoder Trustees of the Yoder Family Trust dated 10/25/00	\$50,000
125	Ernie C. Young Trustee of The Ernie C. Young Living Trust dated 9/23/96	\$147,000
126	Spectrum Capital LLC a California limited liability company	\$50,000
127	Shahriar Zavosh an unmarried man	\$50,000
128	USA Commercial Mortgage Company	\$2,900,000
	TOTAL	\$12,900,000